



BLC CORPORATION

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403-2573

EXECUTIVE OFFICES

January 4, 1990

RECORDATION NO. 7678

FILED 1428

JAN 5 1990 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

AREA CODE 415
573-1200

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W., Room 2303
Washington, D.C. 20423

0-005A063

Re: Release of security interest by Mellon Financial Services Corporation.

Dear Ms. Lee:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed the below listed document to be filed to transfer the ownership of one used General Electric 110 Ton Diesel Electric Locomotive S/N 39010 from Mellon Financial Services Corporation to BLC Corporation.

- One fully executed original and two certified copies of a Bill of Sale, dated as of December 29, 1989, executed by Mellon Financial Services Corporation. Please file this Bill of Sale as the next extension letter under Recordation No. 7678.

In connection with the recording of the Bill of Sale, please note the following information:

1. Name and address of Seller: Mellon Financial Services Corporation, One Mellon Bank Center, Suite 1111, Pittsburgh, Pennsylvania 15258-0001.
2. Name and address of Purchaser: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403.

Enclosed is our check in the amount of \$15.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require further information or documentation to complete this filing, please feel free to contact the undersigned at (415) 571-8253.

Very truly yours,

Lizbeth V. West
Lizbeth V. West
Paralegal

lvw/2

Enclosure

cc: Mike Marks

Stephen Baron

Mellon Leasing

William D. Sewall, Esq.

Curt A. Schultz, Esq.

Robert Spratt

Interstate Commerce Commission
Washington, D.C. 20423

1/5/90

OFFICE OF THE SECRETARY

Lizbeth V. West
BLG Corporation
2655 Campus Drive Suite 200
San Mateo California 94403-2573

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/5/90 at 12:20pm and assigned recordation number(s) 7678-J & 7678-K

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO

FILED 1423

JAN 5 1990 -12 20 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

I, Curt A. Schultz, Assistant Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of a Bill of Sale transferring the ownership of 1 used General Electric 110 Ton Diesel Electric Locomotives S/N 39010 from Mellon Financial Services Corporation to BLC Corporation.

By

Curt A. Schultz

Curt A. Schultz, Assistant Secretary

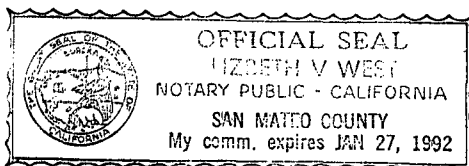
Date

1/4/90

Subscribed and sworn to before
me this 4th day of January, 1990.

Lizbeth V. West

Notary Public



BILL OF SALE

RECORDATION #3

JAN 5 1990 - 12 20 PM

PAID 145
PENNSYLVANIA COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Mellon Financial Services Corporation #3, a Pennsylvania corporation ("Seller"), in consideration of the sum of \$90,000 paid by BLC Corporation ("Buyer"), receipt whereof is hereby acknowledged, does hereby bargain and sell unto Buyer all the equipment described in Exhibit A below.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 29th day of December, 1989.

MELLON FINANCIAL SERVICES CORPORATION #3

By: J. L. Javens V. P.

Exhibit A

Equipment: One Used General Electric 110 Ton Diesel Electric Locomotive
S/N 39010.

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